

**Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, D.C. 20554**

|  |   |                     |
|--|---|---------------------|
| In the Matter of the Joint Application of              | ) |                     |
|  | ) |                     |
| <b>HARGRAY OF TALLAHASSEE LLC</b> , Transferor         | ) | WC Docket No. _____ |
| <b>LOW COUNTRY CARRIERS, INC. d/b/a</b>                | ) |                     |
| <b>HARGRAY LONG DISTANCE</b> , Transferor              | ) | ITC-ASG-2021_____   |
|  | ) |                     |
| and  | ) |                     |
|  | ) |                     |
| <b>METRONET SYSTEMS, LLC</b> , Transferee              | ) |                     |
|  | ) |                     |
| for Authority to Assign Assets pursuant to Section 214 | ) |                     |
| of the Communications Act of 1934, as Amended          | ) |                     |
| _____  | ) |                     |

**JOINT APPLICATION**

Hargray of Tallahassee LLC (“HOT”), Low Country Carriers, Inc. d/b/a Hargray Long Distance (“LCC”) (HOT and LCC collectively, the “Transferors”), and MetroNet Systems, LLC (“MetroNet” or “Transferee”) (HOT, LCC, and MetroNet collectively, the “Applicants”) hereby respectfully request authority from the Federal Communications Commission (the “Commission”) for Transferors to transfer certain assets and customers to MetroNet in the Tallahassee area of Florida, excluding the Commission authorizations held by Transferors (the “Transaction”). This Joint Application (“Application”) is being filed pursuant to 47 U.S.C. § 214 and 47 C.F.R. §§ 1.763, 63.03, 63.04, 63.18, and 63.24.

As described below, the proposed Transaction will promote the public interest by enabling MetroNet to achieve economies of scale and expand its offerings and services to a broader customer base. Following consummation of the Transaction, MetroNet will continue to provide high-quality services and compete effectively in the communications marketplace. The Transaction will be seamless to consumers and will not result in any discontinuance or impairment

of services. Moreover, the Transaction will have no adverse effect on competition because there is no overlap between the geographic areas currently served by Transferors and the geographic areas served by MetroNet. Applicants therefore request streamlined treatment for this Transaction.

## **I. APPLICANTS**

### **A. Hargray of Tallahassee LLC (FRN: 0031703309)**

Hargray of Tallahassee LLC (“HOT”) is a Delaware limited liability company with a principal office at 870 William Hilton Parkway, Building C, Hilton Head Island, SC 29928. HOT is authorized to provide interstate telecommunications service by virtue of blanket domestic Section 214 authority.<sup>1</sup> HOT is a competitive local exchange carrier (“CLEC”) providing local exchange, intrastate interexchange, interconnected voice over Internet Protocol (“VoIP”), and broadband Internet access services in Florida. Pursuant to an internal corporate reorganization that will occur on or around December 31, 2021, HOT’s affiliate, Hargray of Florida, Inc. (“HOF”), will transfer certain assets and customers to HOT in and around the Tallahassee, Florida area.<sup>2</sup> Both HOT and HOF<sup>3</sup> are subsidiaries of Cable One, Inc. (“Cable One”), a Delaware corporation. Cable One and its subsidiaries<sup>4</sup> provide video, broadband Internet access, telecommunications, and

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<sup>1</sup> FCC Filer ID 834865.

<sup>2</sup> This internal corporate reorganization is *pro forma* and thus does not require prior Commission approval pursuant to 47 C.F.R. § 63.03(d)(1) because there is no change in ultimate ownership or control. The internal reorganization also is transparent to customers as both HOT and HOF operate under the “Hargray” name. HOF will continue to serve customers in other areas of Florida after completion of the internal corporate reorganization.

<sup>3</sup> HOF, along with Delta Communications, L.L.C. and Hargray of Georgia, Inc., will no longer be wholly owned subsidiaries of Cable One pursuant to a pending transaction approved by the Commission in WC Docket No. 21-431 and IBFS File Nos. ITC-T/C-20211102-00158 and ITC-T/C-20211102-00159.

<sup>4</sup> In addition to HOT, HOF, and LCC, these other Cable One subsidiaries are: Cable One VoIP LLC; Fidelity Telephone, LLC; Fidelity Cablevision, LLC; CoBridge Communications LLC; CoBridge Broadband, LLC; Delta Communications, L.L.C., Valu-Net, LLC; Hargray of Georgia, Inc., Hargray Telephone Company, Inc.; Bluffton Telephone Company, Inc.; Hargray, Inc.; Hargray of Alabama, Inc.; ComSouth Telecommunications, Inc.; ComSouth Telenet, Inc.; and ComSouth Teleservices, Inc.

interconnected VoIP services in 24 states.<sup>5</sup> Cable One is a cable operator and is registered with the Commission as an interconnected VoIP service provider.<sup>6</sup>

**B. Low Country Carriers, Inc. d/b/a Hargray Long Distance  
(FRN: 0005058177)**

Low Country Carriers, Inc. d/b/a Hargray Long Distance (“LCC”) is a South Carolina corporation with a principal office at 870 William Hilton Parkway, Building C, Hilton Head Island, SC 29928. LCC is an interexchange carrier, is authorized to provide interstate telecommunications service by virtue of blanket domestic Section 214 authority, and holds authority from the Commission to provide international telecommunications services.<sup>7</sup> LCC also holds authority to offer intrastate interexchange services in the state of South Carolina, and provides services exclusively to the customers of its affiliated carriers, including HOT and HOF. LCC also is a subsidiary of Cable One.

**C. MetroNet Systems, LLC  
(FRN: 0031758790)**

MetroNet Systems, LLC (“MetroNet”) is a Delaware limited liability company with a principal office at 3701 Communications Way, Evansville, IN 47715. MetroNet is authorized to provide facilities-based local exchange, interexchange, and broadband services in Indiana, but does not currently provide any services. MetroNet does not currently provide any interstate telecommunications services. MetroNet is an indirect, wholly owned subsidiary of MetroNet Holdings, LLC (“Holdings”). Holdings is a Delaware corporation and a holding company that, through its direct and indirect, wholly owned subsidiaries (outlined below), provides domestic and

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<sup>5</sup> These states are: Alabama, Arizona, Arkansas, Florida, Georgia, Idaho, Illinois, Indiana, Iowa, Kansas, Louisiana, Minnesota, Mississippi, Missouri, Nebraska, New Mexico, North Dakota, Oklahoma, Oregon, South Carolina, South Dakota, Tennessee, Texas, and Washington.

<sup>6</sup> FCC Filer ID 825949.

<sup>7</sup> FCC Filer ID 801399; IBFS File No. ITC-214-19890109-00003.

international telecommunications services, VoIP services, broadband services, and multichannel video programming services in certain portions of Florida, Indiana, Illinois, Iowa, Kentucky, Michigan, Minnesota, Missouri, North Carolina, Ohio, Virginia, and Wisconsin.

## **II. DESCRIPTION OF THE TRANSACTION**

On December 13, 2021, HOT, LCC, MetroNet, and Cable One (as parent of HOT and LCC) entered into an Asset Purchase and Contribution Agreement (“Agreement”). Pursuant to the Agreement, MetroNet will purchase certain assets and customers of HOT, including certain customer accounts and receivables, certain customer agreements and contracts, certain vendor agreements and contracts, and certain equipment in and around the Tallahassee, Florida area. The customers to be transferred to MetroNet receive interstate telecommunications services from HOT and international telecommunications services from LCC. The assets to be purchased do not include the Commission authorizations held by HOT and LCC. As a result of the Transaction, MetroNet and/or its affiliates will provide interstate and international telecommunications services to the affected customers. Consummation of the Transaction is contingent on, among other things, receipt of all necessary regulatory approvals.

The affected customers will receive notice of the Transaction as required under Section 64.1120(e) of the Commission’s rules. The affected customers will receive service from MetroNet and/or its affiliates pursuant to the same or similar rates, terms, and conditions without any immediate changes. MetroNet will continue to provide a high level of technical operations and customer service to the affected customers after consummation of the Transaction.

After consummation of the Transaction, HOT will no longer provide any services. HOT will cancel its blanket domestic Section 214 authority and Florida CLEC authorization once all customers and assets have successfully been transferred to MetroNet.

### **III. PUBLIC INTEREST STATEMENT**

The proposed Transaction furthers the public interest, convenience, and necessity as it will permit the continued, uninterrupted provision of high-quality service to the affected customers. The proposed Transaction will have no adverse effect on any customers and will not alter their service. Customers will continue to receive the same services they currently receive today. Following consummation of the Transaction, MetroNet will continue to provide high-quality communications services to the affected customers without interruption and without immediate change in rates, terms, or conditions.

Approval of the Transaction will advance economic efficiency by enabling MetroNet to achieve economies of scale and expand its offerings and services to a broader customer base. The Transaction will enable MetroNet to strengthen its competitive position to the benefit of consumers and the communications marketplace. Customers will benefit from the extensive telecommunications expertise of MetroNet, which has significant experience in the domestic and international telecommunications markets. Following the Transaction, the affected customers will continue to receive services consistent with the quality of services currently provided by HOT and LCC that will be supported by MetroNet's experienced and well-qualified management team.

Finally, the proposed Transaction does not present any anticompetitive issues. After consummation of the Transaction, MetroNet's total share of the interstate interexchange market will be less than ten percent (10%), and there are many other interexchange and international carriers operating on a nationwide basis. The Transaction will not result in any overlap of fiber facilities in the markets where HOT, LCC, and MetroNet operate given that HOT and LCC will no longer operate in the Tallahassee, Florida area after consummation of the Transaction. As such, the Transaction will not provide Applicants with any competitive advantage as the result of

concentration of fiber assets and will not harm consumers or negatively impact the market for facilities-based service. The proposed Transaction will not have a negative impact on the public interest, services to customers, or competition.

**IV. INFORMATION REQUIRED BY SECTION 63.24(e) OF THE COMMISSION'S RULES**

In support of this Application, Applicants submit the following information pursuant to Section 63.24(e) of the Commission's rules, which is the information requested in paragraphs (a)-(d) and (o)-(p) of Section 63.18 for all Applicants and the information requested in paragraphs (h)-(n) of Section 63.18 for MetroNet.

**(a) Name, contact address, and telephone number.**

**Hargray of Tallahassee LLC**  
**Low Country Carriers, Inc. d/b/a Hargray Long Distance**  
870 William Hilton Parkway, Building C  
Hilton Head Island, SC 29928  
843-341-1501 (telephone)

**MetroNet Systems, LLC**  
8837 Bond Street  
Overland Park, KS 66214  
913-794-3114 (telephone)

**(b) Citizenship.**

Hargray of Tallahassee LLC is a Delaware limited liability company.

Low Country Carriers, Inc. d/b/a Hargray Long Distance is a South Carolina corporation.

MetroNet Systems, LLC is a Delaware limited liability company.

**(c) Correspondence concerning this Application should be sent to (Answer to IBFS Main Form Question 10):**

**For HOT and LCC:**

Chérie R. Kiser  
Angela F. Collins  
CAHILL GORDON & REINDEL LLP  
1990 K Street, NW, Suite 950  
Washington, DC 20006  
202-862-8900 (telephone)  
ckiser@cahill.com  
acollins@cahill.com

**For MetroNet:**

Nancy J. Victory  
Michael B. Hazzard  
DLA PIPER LLP  
500 Eighth Street, NW  
Washington, DC 20004  
202-799-4000 (telephone)  
nancy.victory@dlapiper.com  
mike.hazzard@dlapiper.com

**(d) International Section 214 Authorizations (Answer to IBFS Main Form Question 10).**

LCC holds international Section 214 authority to provide international telecommunications services,<sup>8</sup> and provides international telecommunications services to HOT's customers. MetroNet does not hold any international Section 214 authority. However, its 100 percent indirect parent company, MetroNet Holdings, LLC, holds an international Section 214 authorization to provide global or limited global resale service.<sup>9</sup>

**(h) Ten Percent Greater Interest Holders/Interlocking Directorates (Answer to IBFS Main Form Question 11 and Question 12).**

The following entities hold indirectly a ten percent or greater equity and/or voting interest, or a controlling interest, in the Transferee (charts depicting the Transferee's ownership structure are attached as Exhibit A):

|                            |   |
|----------------------------|---|
| <b>Name:</b>               | MetroNet Systems Holdings, LLC              |
| <b>Address:</b>            | 8837 Bond Street<br>Overland Park, KS 66214 |
| <b>Citizenship:</b>        | USA (Delaware)                              |
| <b>Principal Business:</b> | Holding company                             |
| <b>Percentage Held:</b>    | 100% direct interest in Transferee          |

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<sup>8</sup> IBFS File No. ITC-214-19890109-00003.

<sup>9</sup> IBFS File No. ITC-214-20110114-00005.

**Name:** MetroNet Holdings, LLC (“Holdings”)  
**Address:** 8837 Bond Street  
Overland Park, KS 66214  
**Citizenship:** USA (Delaware)  
**Principal Business:** Holding company  
**Percentage Held:** 100% indirectly in Transferee (as sole shareholder in MetroNet Systems Holdings, LLC)

**1. Direct 10% or Greater Owners in MetroNet Holdings, LLC:**

**Name:** Metro Buyer Blocker Parent Corp. (“MP Blocker”)  
**Address:** One Stamford Plaza  
263 Tresser Blvd., 15th Floor  
Stamford, CT 06901  
**Citizenship:** USA (Delaware)  
**Principal Business:** Investment Activities  
**Interest Held:** Approx. 34.4% indirectly in Transferee (as 34.4% member in Holdings)

The entities that are attributed a 10% or greater interest in Transferee through MP Blocker are identified in paragraph 2 below.

**Name:** OHCP V MN COI, L.P. (“Unblocked COI”)  
**Address:** One Stamford Plaza  
263 Tresser Blvd., 15th Floor  
Stamford, CT 06901  
**Citizenship:** Cayman Islands  
**Principal Business:** Investment Activities  
**Interest Held:** Approx. 10.7% indirectly in Transferee (as a 10.7% member in Holdings)

No limited partner of Unblocked COI will be attributed a 10% or greater interest in Holdings. The general partner of Unblocked COI is OHCP MN GenPar V, L.P. Please see paragraph 3 below for additional information regarding OHCP MN GenPar V, L.P.

**Name:** KKR Knox Aggregator (Direct) L.P. (“KKR Unblocked”)  
**Address:** c/o Kohlberg Kravis Roberts & Co. L.P.  
30 Hudson Yards, Suite 7500  
New York, NY 10001  
**Citizenship:** USA (Delaware)  
**Principal Business:** Investment Activities  
**Interest Held:** Approx. 11.6% indirectly in Transferee (as a 11.6% member in Holdings)

Ownership and control of KKR Unblocked is described in paragraph 5 below.

Collectively, the “Cinelli Investors”<sup>10</sup> are attributed 23.3% of the direct equity interests in Holdings. Except for John Cinelli and Janet Cinelli, none of the Cinelli Investors individually will be attributed a 10% or greater interest in Holdings. John Cinelli,<sup>11</sup> a U.S. citizen, is attributed approximately a 21.8% interest in Holdings (i) individually, (ii) as the managing member of a limited liability company with an less than 10% equity interest in Holdings, and (iii) as co-trustee with Janet Cinelli of the grantor retained annuity trusts (“GRATs”)<sup>12</sup> that comprise part of the Cinelli Investors. Janet Cinelli,<sup>13</sup> a U.S. citizen, is attributed approximately a 14.5% interest in Holdings (i) individually and (ii) as co-trustee with John Cinelli of the grantor retained annuity trusts that comprise part of the Cinelli Investors.<sup>14</sup>

**2. 10% or Greater Owners through MP Blocker:**

The following entities are attributed an indirect 10% or greater interest in the Transferee through MP Blocker:

|                            |   |
|----------------------------|---|
| <b>Name:</b>               | KKR Knox Aggregator (Electing) L.P. (“KKR Blocked”)   |
| <b>Address:</b>            | c/o Kohlberg Kravis Roberts & Co. L.P.<br>30 Hudson Yards, Suite 7500<br>New York, NY 10001 |
| <b>Citizenship:</b>        | USA (Delaware)  |
| <b>Principal Business:</b> | Investment Activities   |
| <b>Interest Held:</b>      | Approx. 34.4% indirectly in Transferee (as 51.3% shareholder of MP Blocker)                 |

Ownership and control of KKR Blocked is described in paragraph 5 below.

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<sup>10</sup> The “Cinelli Investors” include: the 5 Talents Fund, LLC; Cinelli Dynasty Trust; the Albert E. Cinelli Jr. 2020 Grantor Retained Annuity Trust Dated December 23, 2020; the Albert E. Cinelli and Sharon A. Cinelli 2012 Revocable Trust, dated January 20, 2014; the Cheryl Cinelli-Palermo 2020 Grantor Retained Annuity Trust Dated December 23, 2020; the Janet Marie Cinelli 2020 Grantor Retained Annuity Trust Dated December 23, 2020; the John P. Cinelli 2020 Grantor Retained Annuity Trust Dated December 23, 2020; Albert E. Cinelli; John Cinelli; and other family members. All of the Cinelli Investors are U.S. citizens, trusts or entities. John Cinelli and Janet Cinelli (U.S. citizens) are the Co-Trustees of the Grantor Retained Annuity Trusts.

<sup>11</sup> John Cinelli’s address is 5405 Winthrop Court, Evansville, IN 47715.

<sup>12</sup> See *supra* note 10.

<sup>13</sup> Janet Cinelli’s address is 646 Missouri Street, Lawrence, KS 66044.

<sup>14</sup> See *supra* note 10.

**Name:** OHCP V MN COI (ATV), L.P. (“Blocked COI”)  
**Address:** One Stamford Plaza  
 263 Tresser Blvd., 15th Floor  
 Stamford, CT 06901  
**Citizenship:** Cayman Islands  
**Principal Business:** Investment Activities  
**Interest Held:** Approx. 8.5% indirectly in Transferee (as 24.6% shareholder of MP Blocker)

No limited partner of Blocked COI is attributed a 10% or greater interest in Holdings. The general partner of Blocked COI is OHCP MN GenPar V, L.P. Please see paragraph 3 below for additional information regarding OHCP MN GenPar V, L.P.

### **3. Indirect 10% Control by Other Oak Hill Investors:**

The following entities are attributed an indirect 10% or greater interest in Transferee through other Oak Hill Investors in the ownership and control chain of Holdings:

**Name:** OHCP MN GenPar V, L.P. (“MN GenPar V”)  
**Address:** One Stamford Plaza  
 263 Tresser Blvd., 15th Floor  
 Stamford, CT 06901  
**Citizenship:** Cayman Islands  
**Principal Business:** Investment Activities  
**Interest Held:** Approx. 22.9% indirectly in Transferee (as (i) the general partner (<1% equity) of Unblocked COI, (ii) the general partner (<1% equity) of Blocked COI, and (iii) the general partner (<1% equity) of multiple Oak Hill Investors, each of which is attributed a less than 10% direct interest in Holdings)

Currently, no limited partner of MN GenPar V is attributed a 10% or greater interest in Transferee. The general partner of MN GenPar V is OHCP MGP V, Ltd. (*see* below).

**Name:** OHCP GenPar V, L.P. (“GenPar V”)  
**Address:** One Stamford Plaza  
 263 Tresser Blvd., 15th Floor  
 Stamford, CT 06901  
**Citizenship:** Cayman Islands  
**Principal Business:** Investment Activities  
**Interest Held:** Approx. 17.0% indirectly in Transferee (as (1) managing member of an Oak Hill Investor that indirectly will hold less than a 10% membership interest in Holdings and (2) as the general partner (<1% equity) of multiple Oak Hill Investors,

each of which is attributed 10% or greater of Holdings through MP Blocker).

Except for OHCP GenPar Holdco, L.P., no limited partner of GenPar V is attributed a 10% or greater interest in Transferee. The general partner of GenPar V is OHCP MGP V, Ltd. (these entities are both described below).

**Name:** OHCP MGP V, Ltd. (“MGP V”)  
**Address:** One Stamford Plaza  
263 Tresser Blvd., 15th Floor  
Stamford, CT 06901  
**Citizenship:** Cayman Islands  
**Principal Business:** Investment Activities  
**Interest Held:** Approx. 39.9% indirectly in Transferee (as (i) the general partner (<1% equity) of GenPar V and (ii) the general partner (<1% equity) of MN GenPar V)

The shares in MGP V are distributed equally (100 shares each) among twelve individuals, each of which is a U.S. citizen. The following shareholders are attributed a 10% or greater interest in Holdings through their interest in MGP V and/or other Oak Hill V Entities: Scott A. Baker, Brian Cherry, Benjamin Diesbach, Stratton R. Heath, III, John R. Monsky, Steven G. Puccinelli, and Tyler Wolfram. Each shareholder is included in the list of individuals identified in paragraph 4 below and can be reached at c/o Oak Hill Capital Partners, One Stamford Plaza, 263 Tresser Blvd., 15th Floor, Stamford, Connecticut 06901.

**Name:** OHCP GenPar Holdco, L.P. (“GenPar Holdco”)  
**Address:** One Stamford Plaza  
263 Tresser Blvd., 15th Floor  
Stamford, CT 06901  
**Citizenship:** Cayman Islands  
**Principal Business:** Investment Activities  
**Interest Held:** Approx. 17.0% indirectly in Transferee (as 82.9% limited partner of GenPar V)

No limited partner of GenPar Holdco is attributed a 10% or greater interest in Transferee. The general partner of GenPar Holdco is OHCP GenPar Super Holdco, L.P. (*see* below), with an 85.5% partnership interest.

**Name:** OHCP GenPar Super Holdco, L.P. (“GenPar Super Holdco”)  
**Address:** One Stamford Plaza  
263 Tresser Blvd., 15th Floor  
Stamford, CT 06901  
**Citizenship:** Cayman Islands  
**Principal Business:** Investment Activities

**Interest Held:** Approx. 17.0% indirectly in Transferee (as general partner (85.5% equity) of GenPar Holdco)

GenPar Super Holdco has eight (8) limited partners. The limited partners consist of (i) seven (7) individuals, each a U.S. citizen and included in the list of individuals identified in paragraph 4 below and (ii) a Delaware limited liability company (<1% limited partner interest) that is wholly owned by one of the individuals that is a limited partner of GenPar Super Holdco. The individuals that are limited partners of GenPar Super Holdco are: Scott A. Baker, Brian Cherry, Benjamin Diesbach, Stratton R. Heath, III, John R. Monsky, Steven G. Puccinelli, and Tyler Wolfram. Each of these limited partners can be reached at c/o Oak Hill Capital Partners, One Stamford Plaza, 263 Tresser Blvd., 15th Floor, Stamford, Connecticut 06901. The general partner of GenPar Super Holdco is OHCP GenPar Super Holdco GP, Ltd.

**Name:** OHCP GenPar Super Holdco GP, Ltd. (“GenPar Super Holdco GP”)  
**Address:** One Stamford Plaza  
263 Tresser Blvd., 15th Floor  
Stamford, CT 06901  
**Citizenship:** Cayman Islands  
**Principal Business:** Investment Activities  
**Interest Held:** Approx. 17.0% indirectly in Transferee (as general partner (<1% equity) of GenPar Super Holdco)

GenPar Super Holdco GP has three (3) equal shareholders: Brian Cherry, Steven G. Puccinelli, and Tyler Wolfram. Each shareholder is included in the list of individuals identified in paragraph 4 below, is an U.S. citizen, and can be reached at c/o Oak Hill Capital Partners, One Stamford Plaza, 263 Tresser Blvd., 15th Floor, Stamford, Connecticut 06901.

#### **4. Additional Ownership Information Regarding the Oak Hill Entities:**

The following individuals each hold interests in one or more Oak Hill Investors that may exceed a 10% attributable interest in the Transferee: Scott A. Baker, Brian N. Cherry, Benjamin Diesbach, Stratton R. Heath, III, John R. Monsky, Steven G. Puccinelli, and Tyler J Wolfram. Each of these individuals is a U.S. citizen and can be reached at c/o Oak Hill Capital Partners, One Stamford Plaza, 263 Tresser Blvd., 15th Floor, Stamford, Connecticut 06901.

**5. Ownership and Control of KKR Unblocked and KKR Blocked:**

The following entities are attributed an indirect 10% or greater interest in Transferee through KKR Unblocked and KKR Blocked:

**Name:** KKR Knox Aggregator LLC  
**Address:** c/o Kohlberg Kravis Roberts & Co. L.P.  
30 Hudson Yards, Suite 7500  
New York, NY 10001  
**Citizenship:** USA (Delaware)  
**Principal Business:** Investment Activities  
**Interest Held:** Approx. 46.0% indirectly in Transferee (as the general partner of each of KKR Unblocked and KKR Blocked)

The sole member of KKR Knox Aggregator LLC is KKR Global Infrastructure Investors III (Knox) Direct L.P., which is also a limited partner of KKR Unblocked.

**Name:** KKR Global Infrastructure Investors IV USD (Knox) Electing L.P. (“KKR Global W Electing”)  
**Address:** c/o Kohlberg Kravis Roberts & Co. L.P.  
30 Hudson Yards, Suite 7500  
New York, NY 10001  
**Citizenship:** Canada (Ontario)  
**Principal Business:** Investment Activities  
**Interest Held:** Approx. 14.0% indirectly in Transferee (as a limited partner of KKR Blocked)

No limited partner of KKR Global W Electing is attributed a 10% or greater interest in Holdings. The general partner of KKR Global IV Electing is KKR Associates Infrastructure IV AIV L.P.

**Name:** KKR Associates Infrastructure IV AIV L.P. (“KKR Associates IV”)  
**Address:** c/o Kohlberg Kravis Roberts & Co. L.P.  
30 Hudson Yards, Suite 7500  
New York, NY 10001  
**Citizenship:** USA (Delaware)  
**Principal Business:** Investment Activities  
**Interest Held:** Approx. 17.7% indirectly in Transferee (as (i) the general partner of KKR Global W Electing and (ii) the general partner of certain other limited partners of KKR Blocked and KKR Unblocked, none of which are or will be attributed an indirect 10% or greater interest in Holdings)

Except for KKR Infrastructure IV Holdings AIV Limited, no limited partner of KKR Associates IV is attributed a 10% or greater interest in Transferee. The general partner of KKR Associates IV is KKR Infrastructure IV AIV LLC.

**Name:** KKR Infrastructure IV Holdings AIV Limited  
**Address:** c/o Kohlberg Kravis Roberts & Co. L.P.  
30 Hudson Yards, Suite 7500  
New York, NY 10001  
**Citizenship:** Cayman Islands  
**Principal Business:** Investment Activities  
**Interest Held:** Approx. 17.7% indirectly in Transferee (as a limited partner of KKR Associates IV and the sole member of KKR Infrastructure IV AIV LLC (*see below*)).

The sole shareholder of KKR Infrastructure IV Holdings AIV Limited is KKR Group Partnership L.P. (*see below*).

**Name:** KKR Infrastructure IV AIV LLC  
**Address:** c/o Kohlberg Kravis Roberts & Co. L.P.  
30 Hudson Yards, Suite 7500  
New York, NY 10001  
**Citizenship:** USA (Delaware)  
**Principal Business:** Investment Activities  
**Interest Held:** Approx. 17.7% indirectly in Transferee (as the general partner of KKR Associates IV)

The sole member of KKR Infrastructure IV AIV LLC is KKR Infrastructure IV Holdings AIV Limited (*see above*).

**Name:** KKR Global Infrastructure Investors III (Knox) Electing L.P.  
**Address:** c/o Kohlberg Kravis Roberts & Co. L.P.  
30 Hudson Yards, Suite 7500  
New York, NY 10001  
**Citizenship:** USA (Delaware)  
**Principal Business:** Investment Activities  
**Interest Held:** Approx. 13.2% indirectly in Transferee (as a 38.3% limited partner of KKR Blocked)

No limited partner of KKR Global Infrastructure Investors III (Knox) Electing L.P. is attributed a 10% or greater interest in Holdings. The general partner of KKR Global Infrastructure Investors III (Knox) Electing L.P. is KKR Associates Infrastructure III AIV SCS (*see below*).

With the exception of KKR Global Infrastructure Investors III (Knox) Direct L.P. and as otherwise described above, no other limited partner of KKR Unblocked or KKR Blocked is attributed a 10% or greater interest in Holdings or the Transferee.

**Name:** KKR Global Infrastructure Investors III (Knox) Direct L.P.  
("KKR Global")  
**Address:** c/o Kohlberg Kravis Roberts & Co. L.P.  
30 Hudson Yards, Suite 7500  
New York, NY 10001  
**Citizenship:** USA (Delaware)  
**Principal Business:** Investment Activities  
**Interest Held:** Approx. 46.0% indirectly in Transferee (as the sole member of KKR Knox Aggregator LLC and a limited partner of KKR Unblocked)

No limited partner of KKR Global is attributed a 10% or greater interest in Holdings. The general partner of KKR Global is KKR Associates Infrastructure III AIV SCSp.

**Name:** KKR Associates Infrastructure III AIV SCSp ("KKR Associates")  
**Address:** c/o Kohlberg Kravis Roberts & Co. L.P.  
30 Hudson Yards, Suite 7500  
New York, NY 10001  
**Citizenship:** Luxembourg  
**Principal Business:** Investment Activities  
**Interest Held:** Approx. 46.0% indirectly in Transferee (as (i) the general partner of KKR Global and (ii) the general partner of certain other limited partners of KKR Blocked and KKR Unblocked, none of which are or will be attributed an indirect 10% or greater interest in Holdings)

Except for KKR Infrastructure III Holdings AIV Limited (*see* below), no limited partner of KKR Associates is attributed a 10% or greater interest in Holdings. The general partner of KKR Associates is KKR Infrastructure III AIV S.a.r.l.

**Name:** KKR Infrastructure III AIV S.a.r.l.  
**Address:** c/o Kohlberg Kravis Roberts & Co. L.P.  
30 Hudson Yards, Suite 7500  
New York, NY 10001  
**Citizenship:** Luxembourg  
**Principal Business:** Investment Activities  
**Interest Held:** Approx. 46.0% indirectly in Transferee (as the general partner of KKR Associates)

The sole shareholder of KKR Infrastructure III AIV S.a.r.l. is KKR Infrastructure III Holdings AIV Limited, which is also a limited partner of KKR Associates.

**Name:** KKR Infrastructure III Holdings AIV Limited  
**Address:** c/o Kohlberg Kravis Roberts & Co. L.P.  
30 Hudson Yards, Suite 7500  
New York, NY 10001  
**Citizenship:** Cayman Islands  
**Principal Business:** Investment Activities  
**Interest Held:** Approx. 46.0% indirectly in Transferee (as the sole shareholder of KKR Infrastructure III AIV S.a.r.l. and a limited partner of KKR Associates)

KKR Infrastructure III Holdings AIV Limited has two shareholders: KKR Group Partnership L.P. (*see below*) holds 100% of the Class A Shares and KKR Financial Holdings LLC holds 100% of the Class B Shares. Each of KKR Group Partnership L.P. and KKR Financial Holdings LLC have 50/50 voting rights in KKR Infrastructure III Holdings AIV Limited.

**Name:** KKR Financial Holdings LLC  
**Address:** c/o Kohlberg Kravis Roberts & Co. L.P.  
30 Hudson Yards, Suite 7500  
New York, NY 10001  
**Citizenship:** USA (Delaware)  
**Principal Business:** Investment Activities  
**Interest Held:** Approx. 46.0% indirectly in Transferee (as the Class B shareholder of KKR Infrastructure III Holdings AIV Limited)

KKR Group Partnership L.P. is the sole member of KKR Financial Holdings LLC.

**Name:** KKR Group Partnership L.P.  
**Address:** c/o Kohlberg Kravis Roberts & Co. L.P.  
30 Hudson Yards, Suite 7500  
New York, NY 10001  
**Citizenship:** Cayman Islands  
**Principal Business:** Investment Activities  
**Interest Held:** Approx. 46.0% indirectly in Transferee (as the Class A shareholder of KKR Infrastructure III Holdings AIV Limited and the sole member of KKR Financial Holdings LLC)

No limited partner of KKR Group Partnership L.P. is attributed a 10% or greater interest in Holdings. The general partner of KKR Group Partnership L.P. is KKR Group Holdings Corp.

**Name:** KKR Group Holdings Corp.  
**Address:** c/o Kohlberg Kravis Roberts & Co. L.P.  
30 Hudson Yards, Suite 7500  
New York, NY 10001  
**Citizenship:** USA (Delaware)  
**Principal Business:** Investment Activities  
**Interest Held:** Approx. 46.0% in Transferee (indirectly as the general partner of KKR Group Partnership L.P.)

The sole shareholder of KKR Group Holdings Corp. is KKR & Co. Inc.

**Name:** KKR & Co. Inc. ("KKR")  
**Address:** c/o Kohlberg Kravis Roberts & Co. L.P.  
30 Hudson Yards, Suite 7500  
New York, NY 10001  
**Citizenship:** USA (Delaware)  
**Principal Business:** Investment Activities  
**Interest Held:** Approx. 46.0% indirectly in Transferee (as the sole shareholder of KKR Group Holdings Corp.)

KKR is a publicly traded company listed on the New York Stock Exchange. No KKR shareholder is attributed a 10% or greater interest in Holdings.

To the Transferee's knowledge, no other person or entity, directly or indirectly, owns or controls a ten percent (10%) or greater interest in Transferee.

**(i) Foreign Carrier Affiliation Certification (Answer to IBFS Main Form Questions 14-17).**

MetroNet has no affiliations with any foreign carrier.

**(j) Foreign Carrier and Destination Countries (Answer to IBFS Main Form Questions 14-17).**

MetroNet certifies that, upon consummation of the Transaction, MetroNet does not seek to provide international telecommunications services to any destination country for which any of the following is true: (1) it is a foreign carrier in the destination market; (2) it controls a foreign carrier in the destination market; (3) any entity that owns more than 25% of MetroNet, or that controls MetroNet, controls a foreign carrier in that country; and (4) two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25% of MetroNet and are parties to,

or the beneficiaries of, a contractual relationship affecting the provision or marketing of international basic telecommunications services in the United States.

**(k) WTO Membership of Destination Countries (Answer to IBFS Main Form Questions 14-17).**

Not applicable.

**(l) International Telecommunications Services (Answer to IBFS Main Form Questions 14-17).**

MetroNet certifies that it will not resell the international switched services of an unaffiliated U.S. carrier for the purpose of providing international telecommunications services to a country where it is a foreign carrier or is affiliated with a foreign carrier.

**(m) Non-dominant Regulatory Classification (Answer to IBFS Main Form Questions 14-17).**

Not applicable.

**(n) Special Concessions Certification (Answer to IBFS Main Form Question 21).**

Applicants have not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses sufficient market power on the foreign end of the route to adversely affect competition in the U.S. market, and will not enter into such agreements in the future.

**(o) Federal Benefits/Anti-Drug Act of 1988 Certification (Answer to IBFS Main Form Question 25).**

Applicants certify, pursuant to Sections 1.2001 through 1.2003 of the Commission's rules, to their knowledge, information, and belief, no party to the Application is subject to a denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862.

**(p) Eligibility for Streamlined Processing (Answer to IBFS Main Form Question 20).**

Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Sections 63.03 and 63.12 of the Commission's rules for the reasons set forth in Section VI below.

**V. INFORMATION REQUIRED BY SECTION 63.04(b) OF THE COMMISSION'S RULES TO TRANSFER CONTROL OF ASSETS**

Pursuant to Commission Rule 63.04(b), Applicants submit the following information in support of their request for domestic Section 214 authority to transfer control of certain HOT assets to MetroNet in order to address the requirements set forth in Commission Rule 63.04(a)(6)-(12):

**(a)(6)** A description of the proposed Transaction is set forth in Section II above.

**(a)(7)** *See* Section I above. HOT provides telecommunications services pursuant to authorizations to provide competitive local exchange and/or interexchange telecommunications services in Florida.

MetroNet does not currently provide any services itself. As described below, the following affiliates of MetroNet provide telecommunications services:

CMN-RUS, Inc. ("CMN") provides competitive local exchange and interexchange telecommunications services in Indiana and Kentucky. CMN is an eligible telecommunications carrier ("ETC") in Indiana, and its SAC is 329010. CMN receives a small amount of Frozen High-Cost Support.

Jaguar Communications, Inc. ("Jaguar") provides competitive local exchange and interexchange telecommunications services in certain areas of Minnesota. Jaguar is an ETC in Minnesota, and its SAC associated with high-cost universal service fund ("USF") support is 369038. Jaguar was awarded funds in the CAF-II auction, and receives high-cost support to

provide voice and broadband services in certain specified census blocks in the State of Minnesota.<sup>15</sup> Following the Transaction, Jaguar will continue to be financially and technically capable of fulfilling the obligations that are required as a condition of Jaguar receiving CAF-II support.

Metro FiberNet, LLC (“MFN”) provides, or is authorized to provide, competitive local exchange or interexchange telecommunications services in Florida, Illinois, Indiana, Iowa, Kentucky (CLEC only), Michigan, Minnesota (CLEC only), North Carolina (CLEC only), Wisconsin, and Virginia (CLEC only). MFN primarily provides VoIP services in these states and Ohio. MFN currently is not an ETC in any jurisdiction and does not receive any high-cost USF support (or have a SAC associated with high-cost USF support).

Transferee recently completed a transfer of control transaction with Climax Telephone Company (“Climax”), which provides broadband, local exchange, long distance, and VoIP services in certain areas of Michigan as either an incumbent local exchange carrier or a competitive provider.<sup>16</sup> Climax is an ETC in Michigan, holds SAC 310688, and receives cost-based USF support.

MetroNet Rural Systems, LLC is authorized to provide facilities-based local exchange and interexchange services and broadband service in Indiana, but does not currently provide any services.

As explained herein, OHCP MGP V, Ltd. (“OHCP MGP V”) is the ultimate controlling general partner of certain other Oak Hill Investors. OHCP MGP V is an investment vehicle that

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<sup>15</sup> AU Docket No. 17-182, WC Docket No. 10-90, *Connect America Fund Phase II Auction Support Authorized for 593 Winning Bids*, Public Notice, DA 19-769, Attachment A, at 7-8 (rel. Aug. 12, 2019).

<sup>16</sup> See generally WC Docket No. 21-377.

does not itself provide telecommunications services. Through the Oak Hill Investors that it controls, OHCP MGP V currently holds a 10% or greater interest in the following entities:

- Otelco, Inc. and its subsidiaries (collectively, “Otelco”). Otelco provides telecommunications services in Alabama, Maine, Massachusetts, Missouri, New Hampshire, Vermont, and West Virginia through the following subsidiaries:
  - Blountsville Telephone LLC is an RLEC in Alabama, and its SAC is 250282.
  - Brindlee Mountain Telephone LLC is an RLEC in Alabama, and its SAC is 250283.
  - CRC Communications LLC (“CRC”) is a competitive local exchange and interexchange carrier in Maine, Massachusetts, Missouri, New Hampshire and Vermont.<sup>17</sup> CRC receives fixed CAF-II support,<sup>18</sup> and its SAC is 119009.
  - Granby Telephone LLC is an RLEC in Massachusetts, and its SAC is 110036.
  - Hopper Telecommunications LLC is an RLEC in Alabama, and its SAC is 250300.
  - Mid-Maine Telecom LLC is an RLEC in Maine, and its SAC is 103315.
  - Mid-Maine Telplus LLC is a competitive local exchange and interexchange carrier in Maine. It does not hold a SAC or receive high-cost support.
  - Otelco Mid-Missouri LLC is an RLEC in Missouri, and its SAC is 421917.
  - Otelco Telecommunications LLC is a toll reseller in Alabama and an interexchange carrier in Missouri, Vermont, and West Virginia. Otelco Telecommunications LLC also provides cable television services in various localities in Alabama. It does not hold a SAC or receive high-cost support.
  - Otelco Telephone LLC is an RLEC in Alabama, and its SAC is 250312.
  - Pine Tree Telephone LLC is an RLEC in Maine, and its SAC is 100020.
  - Saco River Telephone LLC is an RLEC in Maine, and its SAC is 100022.
  - Shoreham Telephone LLC is an RLEC in Vermont, and its SAC is 140064.

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<sup>17</sup> CRC also is registered as a VoIP provider in Connecticut.

<sup>18</sup> AU Docket No. 17-182, WC Docket No. 10-90, *Connect America Fund Phase II Auction Support Authorized for 387 Winning Bids*, 34 FCC Rcd 9406 (2019).

- War Telephone LLC is an RLEC in West Virginia, and its SAC is 200258.

The Otelco RLECs receive model-based USF support through the Alternative Connect America Model.

- Ontario Telephone Company, Inc. (“OTC”), Trumansburg Telephone Company, Inc. (“TTC”), and Finger Lakes Communications Group Inc. (“FLCG”) (OTC, TTC and FLCG collectively “OTTC”).<sup>19</sup> OTC and TTC are RLECs in New York that receive cost-based universal service support, and their SACs are 150112 and 150131, respectively. FLCG is a resale provider of intrastate, interstate, and international long distance within the areas served by OTC and TTC. FLCG does not receive high-cost support or have a SAC. Although it is not yet providing such services, FLCG has secured authority to operate as a CLEC in New York.
- Netspeed, LLC (“Netspeed”). Netspeed provides high speed fiber-optic Internet services to residential and business customers in more than fifteen communities in Connecticut and Pennsylvania. In Connecticut, Netspeed holds a Certificate of Public Convenience and Necessity to operate as a facilities-based, dark fiber services provider to residential, business and enterprise customers. Netspeed does not receive high-cost support or have a SAC.
- Race Telecommunications, LLC (“Race Telecom”) and its subsidiaries Bright Fiber Network, LLC (“Bright Fiber”), Race Technologies, LLC (“Race Technologies”) and RaceTV, LLC (“RaceTV,” and together with Race Telecom and Bright Fiber, “Race”). Race Telecom provides digital voice, video, and Internet access service in the following counties of California: Kern, Mono, Nevada County, San Bernardino, San Francisco, Los Angeles, and San Diego. Bright Fiber operates a digital voice, video, and Internet company in eastern Nevada County in California.<sup>20</sup> Race Technologies provides the labor force for the Race family of companies.<sup>21</sup> RaceTV is in the business of providing video services to residential customers of Race Telecom and Bright Fiber in California. None of the Race entities receives high-cost USF support or has a SAC associated with high-cost USF support.

Other Oak Hill funds related to OHCP MGP V currently hold a 10% or greater interest in NTS Communications, LLC d/b/a Vexus (“Vexus”).<sup>22</sup> Vexus is authorized to provide facilities-

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<sup>19</sup> WC Docket No. 20-355; IBFS File No. ITC-T/C-20201030-00187.

<sup>20</sup> Bright Fiber does not hold any Commission licenses or provide any common carrier telecommunications services.

<sup>21</sup> Race Technologies does not hold any Commission licenses or provide any common carrier telecommunications services.

<sup>22</sup> Vexus currently does not receive any high-cost USF support, although it provides Lifeline. Vexus was a winning bidder for a small amount of high-cost USF support in the Rural Digital Opportunity Fund (“RDOF”) Auction 904 and filed a long-form application in connection with RDOF. Its SAC is 449024.

based and/or resold telecommunications services in Arizona (interexchange only), Louisiana, New Mexico, Oklahoma (interexchange only), and Texas. Vexus also operates cable systems in certain communities in Louisiana and Texas. In connection with these cable services, Vexus holds Cable Television Relay Service authorizations under Call Signs WLY-648 and WHZ-407, various Antenna Structure Registrations, certain Cable Community Registrations, and various C-Band Receive-Only Earth Station Authorizations.

A chart depicting the relationship between MetroNet and the entities listed in this paragraph (iii) is provided in Exhibit A. Except as described above, no person or entity that will, directly or indirectly, own or control 10% or more of MetroNet upon completion of the Transaction also directly or indirectly owns or controls 10% or more of another telecommunications provider.

**(a)(8)** Applicants respectfully submit that this Application is eligible for streamlined processing for the reasons set forth in Section VI of the Application.

**(a)(9)** No other applications are being filed with the Commission with respect to this Transaction.

**(a)(10)** No party is requesting special consideration because it is facing imminent business failure.

**(a)(11)** Not applicable; no waiver requests are being sought in conjunction with the Transaction.

**(a)(12)** The Transaction is in the public interest for the reasons set forth in Section III of the Application.

## **VI. REQUEST FOR STREAMLINED TREATMENT OF APPLICATION**

Under Section 63.04(b) of the Commission's rules, the Applicants are filing a combined domestic and international application. The Applicants respectfully request streamlined treatment of this Application pursuant to Sections 63.03, 63.10, and 63.12 of the Commission's Rules.

The Application is eligible for streamlined processing pursuant to Section 63.03 of the Commission's rules because immediately following the Transaction: (1) MetroNet will have a market share in the interstate interexchange market of less than ten percent (10%); (2) MetroNet and its affiliates that provide competitive telephone exchange services will do so exclusively in geographic areas served by dominant local exchange carriers that are not a party to the Transaction; and (3) none of the Applicants is dominant with respect to any service. In addition, this Application is eligible for streamlined processing because it does not require the Commission to undertake any additional review concerning the transfer of high-cost universal service support.

This Application also qualifies for streamlined treatment under Sections 63.10 and 63.12 of the Commission's rules because: (1) none of the Applicants nor any of their affiliates are affiliated with a foreign carrier; (2) as a result of the Transaction, none of the Applicants nor any of their affiliates will be affiliated with any foreign carrier; and (3) none of the other scenarios outlined in Section 63.12(c) of the Commission's rules apply.

## **VII. FOREIGN OWNERSHIP CONSIDERATIONS**

Consistent with the Commission's prior findings, the foreign ownership in MetroNet's ownership and control chain does not require a referral of this Application to the Executive Branch.<sup>23</sup> In the Commission's *Executive Branch Foreign Ownership Review Order*,<sup>24</sup> the

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<sup>23</sup> See generally WC Docket No. 21-377.

<sup>24</sup> *Process Reform for Executive Branch Review of Certain FCC Application and Petitions Involving Foreign Ownership*, 35 FCC Rcd 10927 (2020) ("Executive Branch Foreign Ownership Review Order").

Commission identified categories of applications that the Commission would not refer to the Executive Branch.<sup>25</sup> One of those categories is international Section 214 applications (including joint domestic and international Section 214 applications) “where the only reportable foreign ownership is through wholly owned intermediate holding companies and the ultimate ownership and control is held by U.S. citizens or entities.”<sup>26</sup> The Commission further explained that “applications where the only foreign ownership is through passive, offshore intermediary holding companies and 100% of the ultimate control is held by U.S. citizens or entities present a minimal risk and generally should not be referred to the Executive Branch.”<sup>27</sup>

Applicants respectfully submit that MetroNet’s post-Transaction ownership and control structure meets the requirements of the exclusion. As described in **Exhibit A**, the Oak Hill Investors that will be in MetroNet’s ownership and control chain are organized in the Cayman Islands. Ultimate control of the Oak Hill Investors, however, lies with U.S. trusts and individuals that are U.S. citizens. No reportable unaffiliated limited partner or shareholder of the Oak Hill Investors is a foreign entity or person.

Further, the KKR investor entities are owned by one or more funds advised and/or managed by indirect subsidiaries of KKR & Co. Inc., a Delaware corporation listed on the New York Stock Exchange. KKR Management LLP, a Delaware limited liability partnership, is the holder of the sole share of KKR & Co. Inc.’s Series I preferred stock, which includes, among other things, the right to elect and remove the members of KKR & Co. Inc.’s board of directors. Founders Henry Kravis and George Roberts, each of whom is a U.S. citizen, jointly control KKR Management LLP when acting together. Additional details regarding KKR’s organizational and ownership structure

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<sup>25</sup> *Id.* ¶¶ 29-39.

<sup>26</sup> *Id.* ¶ 29.

<sup>27</sup> *Id.* ¶ 32.

may be found in KKR & Co. Inc.'s most recent Form 10-K filing.<sup>28</sup> No reportable unaffiliated limited partner or shareholder of the KKR investor entities is a foreign entity or person.

Further, the Cinelli Investors, which are all U.S. citizens or U.S. trusts and entities controlled by U.S. citizens, have negative *de facto* control of Holdings along with the Oak Hill Investors, which themselves ultimately are controlled by U.S. citizens.

Finally, to Applicants' knowledge, there are no national security, law enforcement, foreign policy, or trade policy concerns that require a referral to the Executive Branch.

Therefore, Applicants respectfully request that the Commission not refer this Application to the Executive Branch consistent with the exclusion in the *Executive Branch Foreign Ownership Review Order* and the Commission's prior determinations. Applicants understand that the Commission will notify the Executive Branch of this Application even if it does not refer the Application.<sup>29</sup>

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<sup>28</sup> <https://ir.kkr.com/sec-filings-annual-letters/sec-filings/?attachment=1&secFilingId=f6f9d7c5-76bd-469d-944d-fc9cb4fb1492&format=html>.

<sup>29</sup> *Executive Branch Foreign Ownership Review Order* ¶ 30. In the event the Application is referred to the Executive Branch, Applicants are not aware of any national security or law enforcement issues that warrant mitigation.

## **VIII. CONCLUSION**

For the foregoing reasons, the Applicants respectfully request that the Commission act expeditiously to approve the Transaction on a streamlined basis.

Respectfully submitted,

**METRONET SYSTEMS, LLC**

**HARGRAY OF TALLAHASSEE LLC  
AND  
LOW COUNTRY CARRIERS, INC.  
D/B/A HARGRAY LONG  
DISTANCE**

*/s/ John M. Campbell*

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John M. Campbell  
Executive Vice President, Secretary and  
General Counsel  
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*/s/ Steven S. Cochran*

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*Counsel for MetroNet Systems, LLC*

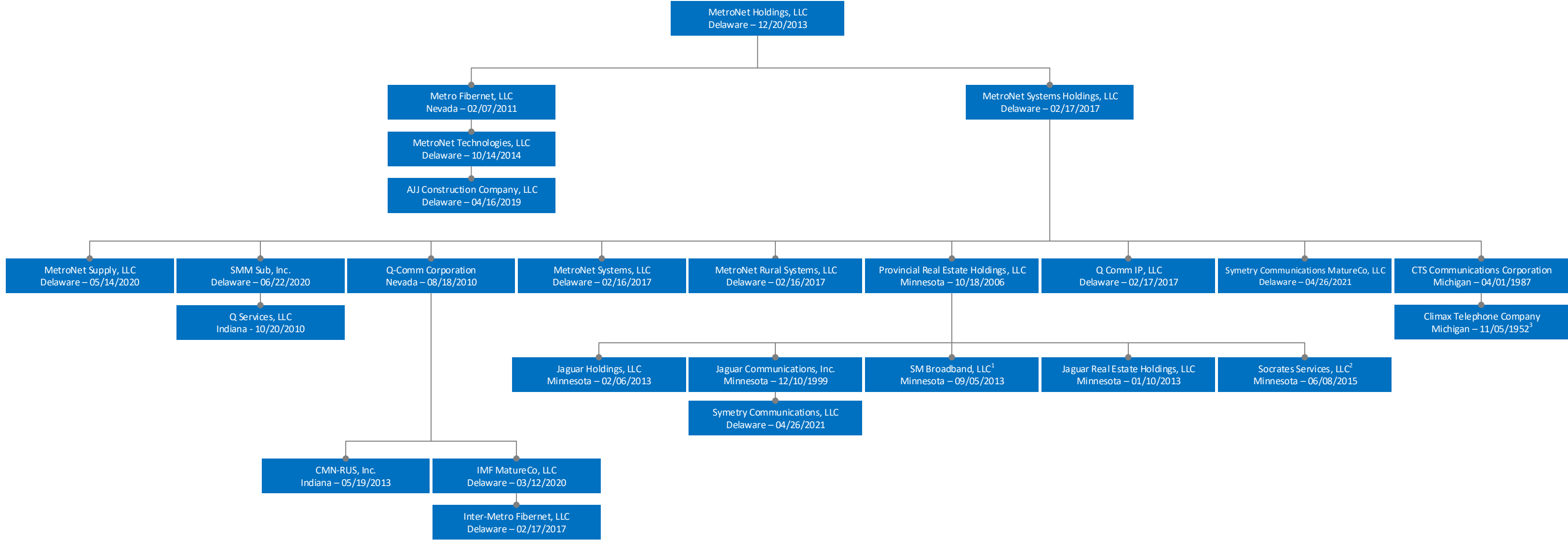
*Counsel for Hargray of Tallahassee LLC  
and Low Country Carriers, Inc. d/b/a  
Hargray Long Distance*

Dated: December 23, 2021

**EXHIBIT A**

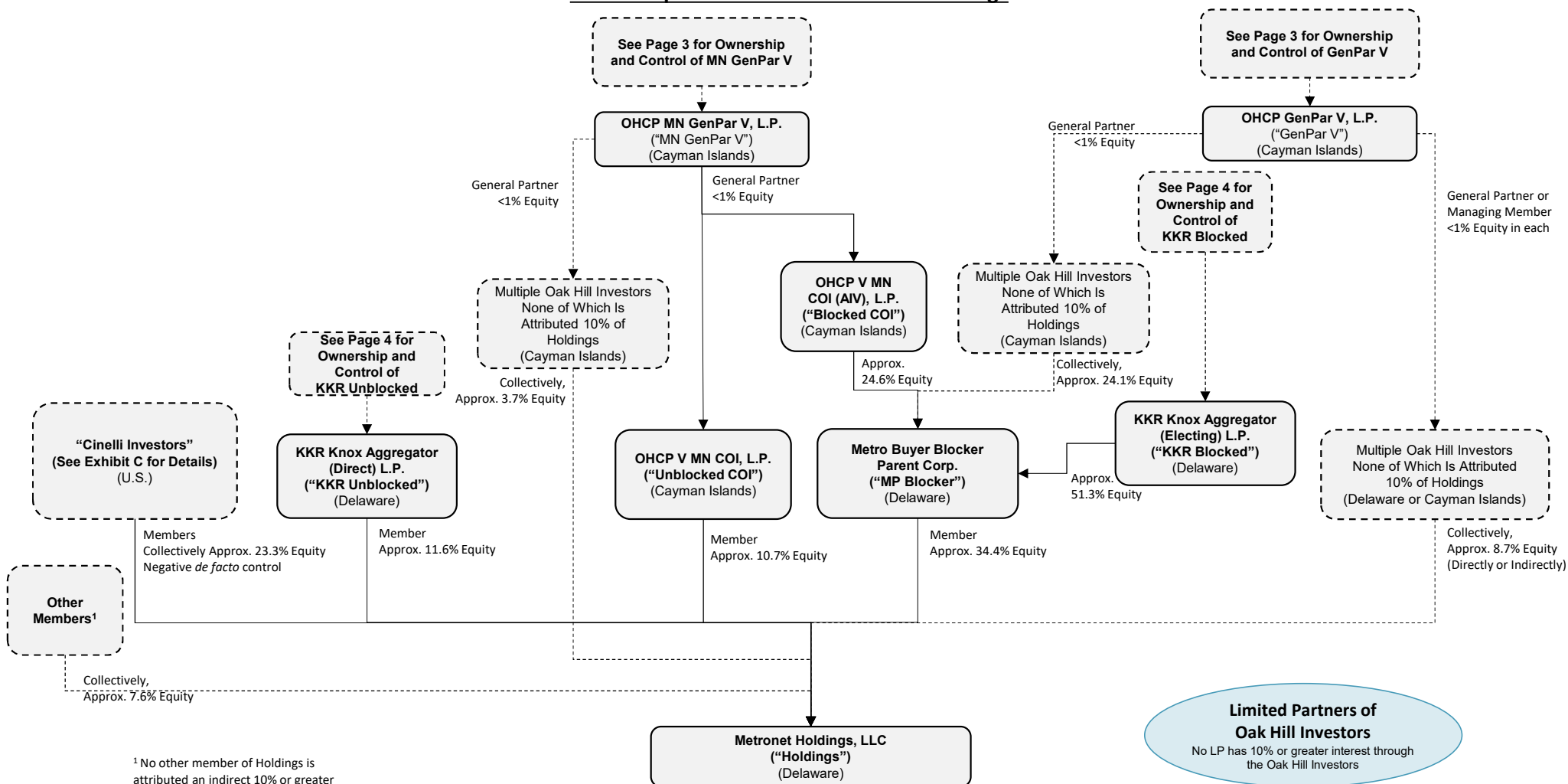
**Post-Transaction Ownership of MetroNet Systems, LLC**

Organizational Chart



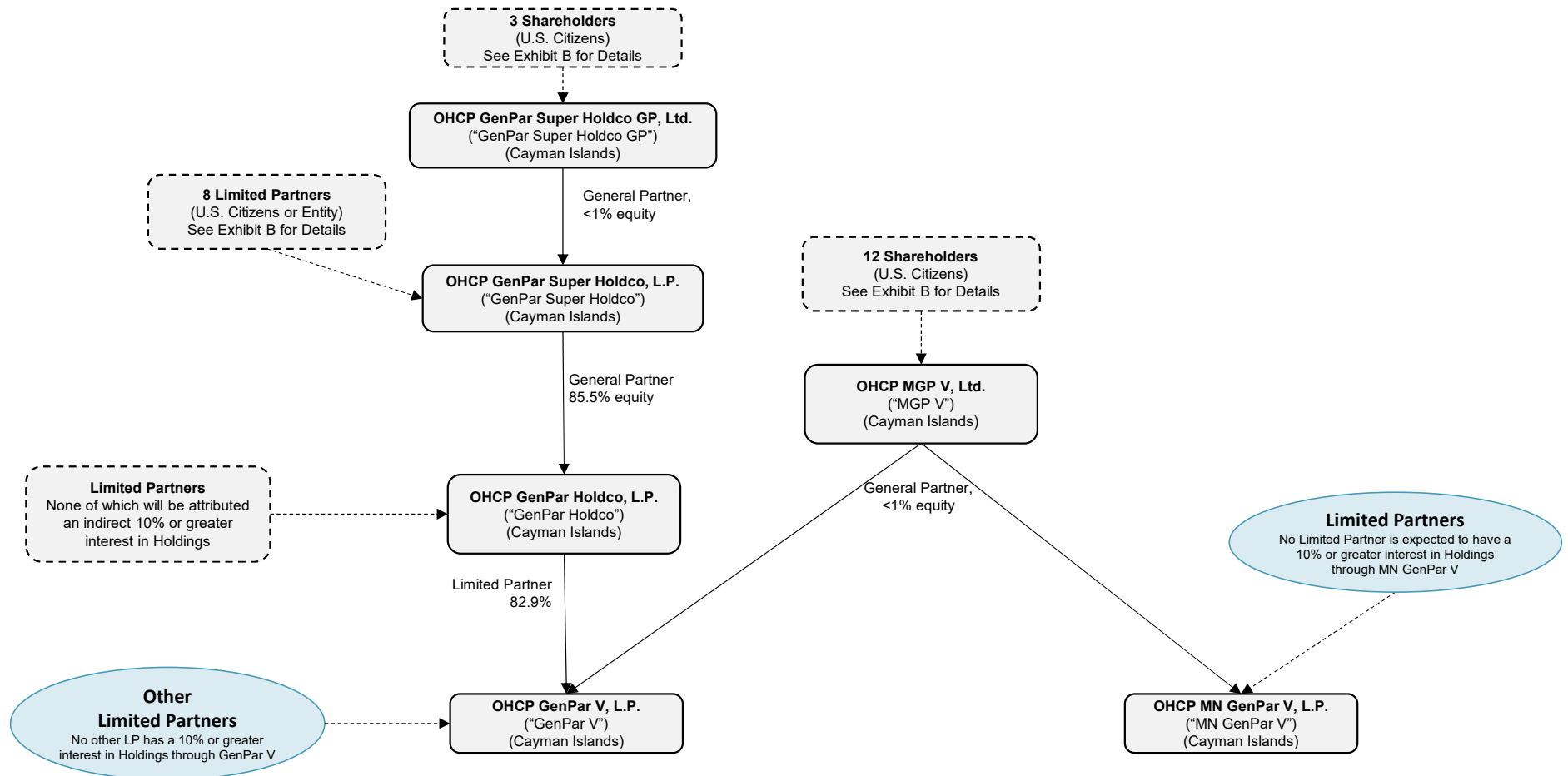
<sup>1</sup> Provincial Real Estate Holdings, LLC only holds an 8.3333% ownership interest in this entity. Remainder held by unaffiliated entities.  
<sup>2</sup> Provincial Real Estate Holdings, LLC only holds an 33.33% ownership interest in this entity. Remainder held by unaffiliated entities.  
<sup>3</sup> Climax Telephone Company operates under the assumed name of “CTS Telecommunications, Inc.” It also operates under the assumed name “CTS Telecom, Inc.” Original entity name was “Climax Citizens Telephone Company”.

### Ownership and Control Structure of Holdings

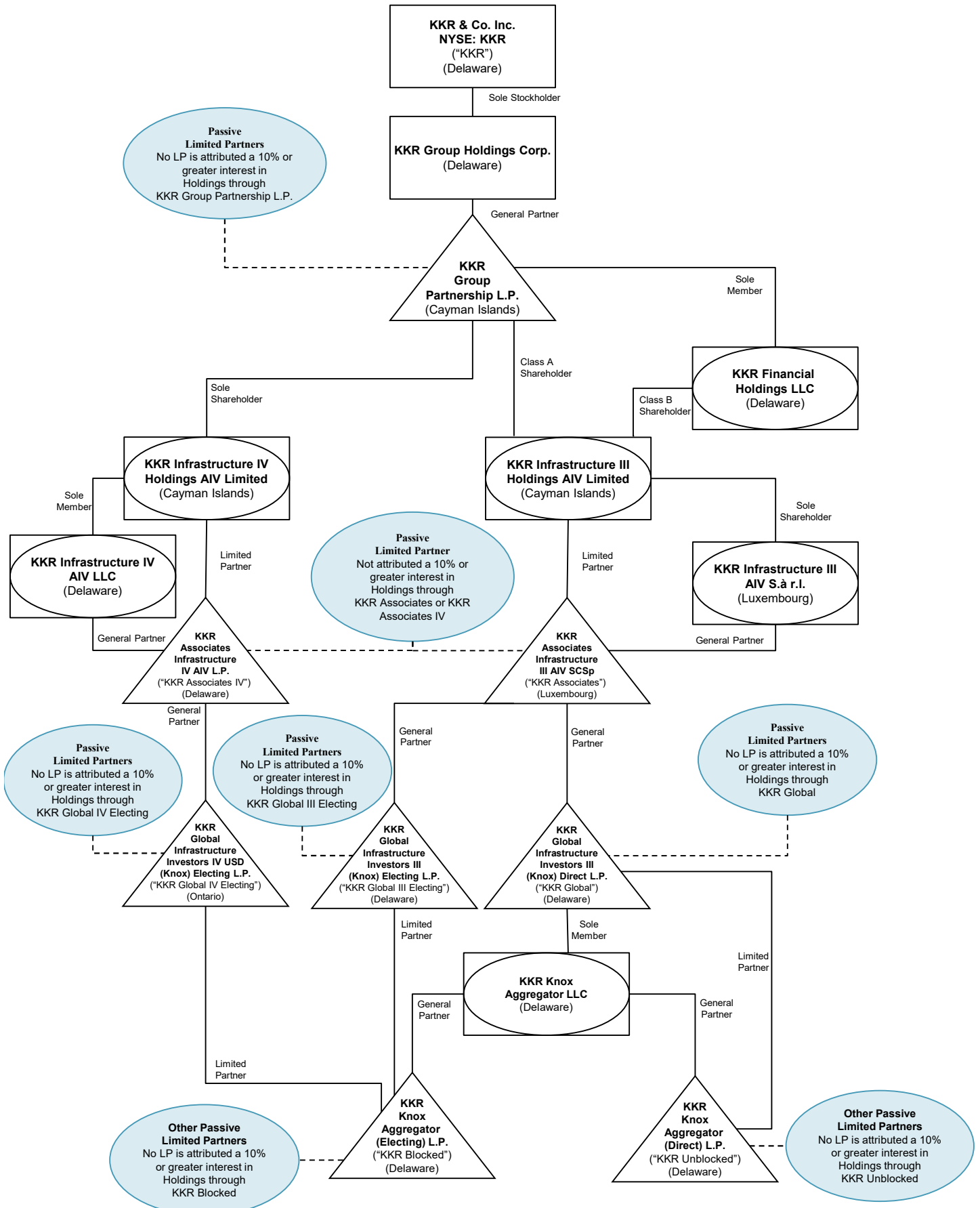


<sup>1</sup> No other member of Holdings is attributed an indirect 10% or greater interest in Holdings.

## Ownership and Control Structure of GenPar V and MN GenPar V



# Ownership and Control Structure of KKR Blocked and KKR Unblocked



## VERIFICATION

I, Steven S. Cochran, state that I am the Vice President of Hargray of Tallahassee LLC and Low Country Carriers, Inc. d/b/a Hargray Long Distance (collectively, the "Company"); that I am authorized to make this Verification on behalf of the Company; that I have read the foregoing document; and that any statements in the foregoing document with respect to the Company, except as otherwise specifically attributed, are true and correct to the best of my knowledge, information, and belief.



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Steven S. Cochran  
Vice President

## VERIFICATION

I, John M. Campbell, state that I am of MetroNet Holdings, LLC and its subsidiaries including MetroNet System Holdings, LLC (collectively, the "Company"); that I am authorized to make this Verification on behalf of the Company; that I have read the foregoing document; and that any statements in the foregoing document with respect to the Company, except as otherwise specifically attributed, are true and correct to the best of my knowledge, information, and belief.



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John M. Campbell

Executive Vice President, Secretary and General  
Counsel